

ORIGINAL



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BEFORE THE ARIZONA CORPORATION COMMISSION

25

COMMISSIONERS

2006 JUN -21 P 2:28

JEFF HATCH-MILLER, Chairman  
WILLIAM A. MUNDELL  
MARC SPITZER  
MIKE GLEASON  
KRISTIN K. MAYES

AZ CORP COMMISSION  
DOCUMENT CONTROL

IN THE MATTER OF THE APPLICATION OF  
DIECA COMMUNICATIONS DBA COVAD  
COMMUNICATIONS COMPANY, ESCHOLON  
TELECOM OF ARIZONA, INC., MCLEODUSA  
TELECOMMUNICATIONS SERVICES, INC.,  
MOUNTAIN TELECOMMUNICATIONS, INC.,  
XO COMMUNICATIONS SERVICES, INC. AND  
QWEST CORPORATION REQUEST FOR  
COMMISSION PROCESS TO ADDRESS KEY  
UNE ISSUES ARISING FROM TRIENNIAL  
REVIEW REMAND ORDER, INCLUDING  
APPROVAL OF QWEST WIRE CENTER LISTS.

DOCKET NO. T-03632A-06-0091  
T-03267A-06-0091  
T-04302A-06-0091  
T-03406A-06-0091  
T-03432A-06-0091  
T-01051B-06-0091

PROCEDURAL ORDER

**BY THE COMMISSION:**

On February 15, 2006, Covad Communications Company, Eschelon Telecom of Arizona, Inc., McLeodUSA Telecommunications Services, Inc., Mountain Telecom, Inc. and XO Communications Services, Inc. (collectively "Applicants") filed a request with the Arizona Corporation Commission ("Commission") to address key UNE issues Arizona from the triennial review remand order, including approval of the Qwest Wire Center Lists.

On February 28, 2006, Qwest Corporation ("Qwest") filed a response to the application and a Motion for an Order Compelling the Production of CLEC-Specific Wire Center Data.

On March 6, 2006, the Applicants filed a Request for Procedural Conference to discuss the Motion filed by Qwest and other scheduling and procedural issues related to the application.

By Procedural Order issued April 13, 2006, a procedural conference was scheduled for May 1, 2006. The May 1, 2006 procedural conference was held as scheduled, during which the parties were directed to discuss: a proposed procedural schedule; proposed form of protective order; and proposed service list, and file a joint proposal addressing those matters.

On May 30, 2006, the Applicants, Qwest, and Staff submitted a Joint Filing Regarding Procedural Matters ("Joint Filing") addressing the items discussed at the May 1, 2006 procedural

conference. The Joint Filing requested that the Commission issue a Protective Order in this proceeding in the same form entered in the Triennial Review Order docket (Docket No. T-00000A-03-0369); that the service list proposed by Staff be adopted for this matter; and that the proposed procedural schedule set forth in the Joint filing be adopted.<sup>1</sup>

IT IS THEREFORE ORDERED that a **hearing shall be conducted on October 19, 20 and 23, 2006, at 9:30 a.m.**, at the offices of the Commission, 1200 West Washington Street, Phoenix, Arizona.

IT IS FURTHER ORDERED that the following procedural schedule shall be observed by all parties to this proceeding:

Qwest Direct Testimony	June 23, 2006
CLEC Responsive Testimony	July 28, 2006
Staff Responsive Testimony	September 8, 2006
Qwest/CLEC Rebuttal Testimony	September 22, 2006
Staff Rebuttal Testimony	October 6, 2006

IT IS FURTHER ORDERED that in order to facilitate the disclosure of documents and information during the course of this proceeding and to protect confidential information, the Commission now issues the following Protective Order ("Order") to govern these proceedings.

### **PROTECTIVE ORDER**

1. (a) **Confidential Information.** All documents, data, studies and other materials furnished pursuant to any requests for information, subpoenas or other modes of discovery (formal or informal), and including depositions, and other requests for information, that are claimed to be proprietary or confidential (herein referred to as "Confidential Information"), shall be so marked by the providing party by stamping the same with a "Confidential" designation. In addition, all notes or other materials that refer to, derive from, or otherwise contain parts of the Confidential Information will be marked by the receiving party as Confidential Information. Access to and review of Confidential Information shall be strictly controlled by the terms of this Order.

<sup>1</sup> The hearing dates selected by the parties conflict with the Commission's Open Meeting schedule. The hearing shall therefore be scheduled for October 19, 20 and 23, 2006.

1           (b)    Use of Confidential Information – Proceedings. All persons who may be  
2 entitled to review, or who are afforded access to any Confidential Information by reason of this Order  
3 shall neither use nor disclose the Confidential Information for purposes of business or competition, or  
4 any purpose other than the purpose of preparation for and conduct of proceedings in the above-  
5 captioned docket or before the Federal Communications Commission (“FCC”), and all subsequent  
6 appeals, and shall keep the Confidential Information secure as confidential or proprietary information  
7 and in accordance with the purposes, intent and requirements of this Order.

8           (c)    Persons Entitled to Review. Each party that receives Confidential Information  
9 pursuant to this Order must limit access to such Confidential Information to (1) attorneys employed  
10 or retained by the party in these proceedings and the attorneys’ staff; (2) experts, consultants and  
11 advisors who need access to the material to assist the party in these proceedings; (3) only those  
12 employees of the party who are directly involved in these proceedings, provided that counsel for the  
13 party represents that no such employee is engaged in the sale or marketing of that party’s products or  
14 services. In addition, access to Confidential Information may be provided to Commissioners and all  
15 Commission Administrative Law Judges, and Commission advisory staff members and employees of  
16 the Commission to whom disclosure is necessary. In states where Commission Staff act as advocates  
17 in a trial or adversarial role, disclosure of both Confidential Information and Highly Confidential  
18 Information to staff members and consultants employed by the staff shall be under the same terms  
19 and conditions as described herein for parties.

20           (d)    Nondisclosure Agreement. Any party, person, or entity that receives  
21 Confidential Information pursuant to this Order shall not disclose such Confidential Information to  
22 any person, except persons who are described in section 1(c) above and who have signed a  
23 nondisclosure agreement in the form which is attached hereto and incorporated herein as Exhibit “A”.  
24 Court reporters shall also be required to sign an Exhibit “A” and comply with terms of this Order.  
25 Commissioners, Administrative Law Judges, and their respective staff members are not required to  
26 sign an Exhibit “A” form.

27           The nondisclosure agreement (Exhibit “A”) shall require the person(s) to whom disclosure is  
28 to be made to read a copy of this Protective Order and to certify in writing that they have reviewed

1 the same and have consented to be bound by its terms. The agreement shall contain the signatory's  
2 full name, employer, job title and job description, business address and the name of the party with  
3 whom the signatory is associated. Such agreement shall be delivered to counsel for the providing  
4 party before disclosure is made, and if no objection thereto is registered to the Commission with in  
5 three (3) business days, then disclosure shall follow. An attorney who makes Confidential  
6 Information available to any person listed in subsection (c) above shall be responsible for having each  
7 person execute an original Exhibit "A" and a copy of all such signed Exhibit "A's" shall be circulated  
8 to all other counsel of record promptly after execution.

9       2.     (a)     Notes. Limited notes regarding Confidential Information may be taken by  
10 counsel and experts for the express purpose of preparing pleadings, cross-examinations, briefs,  
11 motions and argument in connection with this proceeding, or in the case of persons designated in  
12 section 1(c) of this Protective Order, to prepare for participation in this proceeding. Such notes shall  
13 then be treated as Confidential Information for purposes of this Order, and shall be destroyed after the  
14 final settlement or conclusion of these proceedings in accordance with subsection 2(b) below.

15             (b)     Return. All notes, to the extent they contain Confidential Information and are  
16 protected by the attorney-client privilege or the work product doctrine, shall be destroyed after the  
17 final settlement or conclusion of these proceedings. The party destroying such Confidential  
18 Information shall advise the providing party of that fact within a reasonable time from the date of  
19 destruction.

20       3.     Highly Confidential Information. Any person, whether a party or non-party, may  
21 designate certain competitively sensitive Confidential Information as "Highly Confidential  
22 Information" if it determines in good faith that it would be competitively disadvantaged by the  
23 disclosure of such information to its competitors. Highly Confidential Information includes, but is  
24 not limited to, documents, pleadings, briefs, and appropriate portions of deposition transcripts, which  
25 contain information regarding the market share of, number of access lines served by, or number of  
26 customers receiving a specified type of service from a particular provider or other information that  
27 relates to a particular provider's network facility location detail, revenues, costs, and marketing,  
28 business planning or business strategies.

1 Parties must scrutinize carefully responsive documents and information and limit their  
2 designations as Highly Confidential Information to information that truly might impose a serious  
3 business risk if disseminated without the heightened protections provided in this section. The first  
4 page and individual pages of a document determined in good faith to include Highly Confidential  
5 Information must be marked by a stamp that reads:

6  
7 “HIGHLY CONFIDENTIAL – USE RESTRICTED PER PROTECTIVE ORDER IN  
8 DOCKET NO. T-03632A-06-0091 ET AL.”

9 Placing a “Highly Confidential” stamp on the first page of a document indicates only that one  
10 or more pages contain Highly Confidential Information and will not serve to protect the entire  
11 contents of a multi-page document. Each page that contains Highly Confidential Information must be  
12 marked separately to indicate Highly Confidential Information, even where that information has been  
13 redacted. The unredacted versions of each page containing Highly Confidential Information, and  
14 provided under seal, should be submitted on paper distinct in color from non-confidential information  
15 and “Confidential Information” described in section 1 of this Protective Order.

16 Parties seeking disclosure of Highly Confidential Information must designate the person(s) to  
17 whom they would like the Highly Confidential Information disclosure in advance of disclosure by the  
18 providing party. Such designation may occur through the submission of Exhibit “B” of the non-  
19 disclosure agreement identified in section 1(d). Parties seeking disclosure of Highly Confidential  
20 Information shall not designate more than (1) a reasonable number of in-house attorneys who have  
21 direct responsibility for matters relating to Highly Confidential Information; (2) five in-house  
22 experts; and (3) a reasonable number of outside counsel and outside experts to review materials  
23 marked as “Highly Confidential”. Disclosure of Highly Confidential Information to Commissioners,  
24 Administrative Law Judges and Commission Advisory Staff members shall be limited to persons to  
25 whom disclosure is necessary. Commissioners, Administrative Law Judges, and their respective staff  
26 members are not required to sign an Exhibit “B” form. The Exhibit “B” also shall describe in detail  
27 the job duties or responsibilities of the person being designated to see Highly Confidential  
28 Information and the person’s role in the proceeding. Highly Confidential Information may not be

1 disclosed to persons engaged in strategic or competitive decision making for any party, including, but  
2 not limited to, the sale or marketing or pricing of products or services on behalf of any party.

3 Any party providing either Confidential Information or Highly Confidential Information may  
4 object to the designation of any individual as a person who may review Confidential Information  
5 and/or Highly Confidential Information. Such objection shall be made in writing to counsel  
6 submitting the challenged individual's Exhibit "A" or "B" within three (3) business days after  
7 receiving the challenged individual's signed Exhibit "A" or "B". Any such objection must  
8 demonstrate good cause to exclude the challenged individual from the review of the Confidential  
9 Information or Highly Confidential Information. Written response to any objection shall be made  
10 within three (3) business days after receipt of an objection. If, after receiving a written response to a  
11 party's objection, the objecting party still objects to disclosure of either Confidential Information or  
12 Highly Confidential Information to the challenged individual, the Commission shall determine  
13 whether Confidential Information or Highly Confidential Information must be disclosed to the  
14 challenged individual.

15 Copies of Highly Confidential Information may be provided to in-house attorneys, outside  
16 counsel and outside experts who have signed Exhibit "B". The in-house experts who have signed  
17 Exhibit "B" may inspect, review and make notes from the in-house attorney's copies of Highly  
18 Confidential Information.

19 Persons authorized to review the Highly Confidential Information will maintain the  
20 documents and any notes reflecting their contents in a secure location to which only designated  
21 counsel and experts have access. No additional copies will be made, except for use during hearings  
22 and then such disclosure and copies shall be subject to the provisions of Section 6. Any testimony or  
23 exhibits prepared that reflect Highly Confidential Information must be maintained in the secure  
24 location until removed to the hearing room for production under seal. Unless specifically addressed  
25 in this section, all other sections of this Protective Order applicable to Confidential Information also  
26 apply to Highly Confidential Information.

27 4. Objections to Admissibility. The furnishing of any document, data, study or other  
28 materials pursuant to this Protective Order shall in no way limit the right of the providing party to

1 object to its relevance or admissibility in proceedings before this Commission.

2       5.     Small Company Exemption. Notwithstanding the restrictions in sections 1 and 3  
3 applicable to persons who may access Confidential Information or Highly Confidential Information,  
4 a Small Company may designate any employee or in-house expert to review Confidential  
5 Information and/or Highly Confidential Information if the producing party, upon request, gives prior  
6 written authorization for that person to review Confidential Information and/or Highly Confidential  
7 Information. If the producing party refuses to give such written authorization, the reviewing party  
8 may, for good cause shown, request an order from the Administrative Law Judge allowing a  
9 prohibited person(s) to review Confidential Information and/or Highly Confidential Information.  
10 The producing party shall be given the opportunity to respond to the Small Company's request  
11 before an order is issued. "Small Company" means a party with fewer than 5000 employees,  
12 including the employees of affiliates' U.S. ILEC, CLEC, and IXC operations within a common  
13 holding company.

14       6.     Challenge to Confidentiality. This Order establishes a procedure for the expeditious  
15 handling of information that a party claims is Confidential or Highly Confidential. It shall not be  
16 construed as an agreement or ruling on the confidentiality of any document. Any party may  
17 challenge the characterization of any information, document, data or study claimed by the providing  
18 party to be confidential in the following manner:

- 19
- 20       (a)     A party seeking to challenge the confidentiality of any materials pursuant to this Order  
21 shall first contact counsel for the providing party and attempt to resolve any  
22 differences by stipulation;
- 23       (b)     In the event that the parties cannot agree as to the character of the information  
24 challenged, any party challenging the confidentiality shall do so by appropriate  
25 pleading. This pleading shall:
- 26           (1)     Designate the document, transcript or other material challenged in a manner  
27 that will specifically isolate the challenged material from other material  
28 claimed as confidential; and
- (2)     State with specificity the grounds upon which the documents, transcript or  
other material are deemed to be non-confidential by the challenging party.

- 1 (c) A ruling on the confidentiality of the challenged information, document, data or study  
2 shall be made by an Administrative Law Judge after proceedings in camera, which  
3 shall be conducted under circumstances such that only those persons duly authorized  
4 hereunder to have access to such confidential materials shall be present. This hearing  
5 shall commence no earlier than five (5) business days after service on the providing  
6 party of the pleading required by subsection 6(b) above.
- 7 (d) The record of said in camera hearing shall be marked "CONFIDENTIAL – SUBJECT  
8 TO PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.". Court  
9 reporter notes of such hearing shall be transcribed only upon agreement by the parties  
10 or Order of the Administrative Law Judge and in that event shall be separately bound,  
11 segregated, sealed, and withheld from inspection by any person not bound by the  
12 terms of this Order.
- 13 (e) In the event that the Administrative Law Judge should rule that any information,  
14 document, data or study should be removed from the restrictions imposed by this  
15 Order, no party shall disclose such information, document, data or study or use it in  
16 the public record for five (5) business days unless authorized by the providing party to  
17 do so. The provisions of this subsection are intended to enable the providing party to  
18 seek a stay or other relief from an order removing the restriction of this Order from  
19 materials claimed by the providing party to be confidential.

20 7. (a) Receipt into Evidence. Provision is hereby made for receipt into evidence in  
21 this proceeding materials claimed to be confidential in the following manner:

- 22 (1) Prior to the use of or substantive reference to any Confidential Information, the  
23 parties intending to use such Information shall make that intention known to  
24 the providing party.
- 25 (2) The requesting party and the providing party shall make a good-faith effort to  
26 reach an agreement so that the Information can be used in a manner which will  
27 not reveal its confidential or proprietary nature.
- 28 (3) If such efforts fail, the providing party shall separately identify which portions,  
if any, of the documents to be offered or referenced shall be placed in a sealed  
record.
- (4) Only one (1) copy of the document designated by the providing party to be  
placed in sealed record shall be made.
- (5) The copy of the documents to be placed in the sealed record shall be tendered  
by counsel for the providing party to the Commission, and maintained in  
accordance with the terms of this Order.

- (b) Seal. While in the custody of the Commission, materials containing



1 Confidential Information shall be marked "CONFIDENTIAL – SUBJECT TO PROTECTIVE  
2 ORDER IN DOCKET NO. T-03632A-06-0091 ET AL." and Highly Confidential Information shall  
3 be marked "HIGHLY CONFIDENTIAL – USE RESTRICTED PER PROTECTIVE ORDER IN  
4 DOCKET NO. T-03632A-06-0091 ET AL." and shall not be examined by any person except under  
5 the conditions set forth in this Order.

6 (c) In Camera Hearing. Any Confidential Information or Highly Confidential  
7 Information that must be orally disclosed to be placed in the sealed record in this proceeding shall be  
8 offered in an in camera hearing, attended only by persons authorized to have access to the  
9 information under this Order. Similarly, any cross-examination on or substantive reference to  
10 Confidential Information or Highly Confidential Information (or that portion of the record containing  
11 Confidential Information or Highly Confidential Information or references thereto) shall be received  
12 in an in camera hearing, and shall be marked and treated as provided herein.

13 (d) Access to Record. Access to sealed testimony, records and information shall be  
14 limited to the Administrative Law Judge, Commissioners, and their respective staffs, and persons  
15 who are entitled to review Confidential Information or Highly Confidential Information pursuant to  
16 subsection 1(c) above and have signed Exhibit "A" or "B", unless such information is released from  
17 the restrictions of this Order either through agreement of the parties or after notice to the parties and  
18 hearing, pursuant to the ruling of an Administrative Law Judge, the order of the Commission an/or  
19 final order of a court having final jurisdiction.

20 (e) Appeal/Subsequent Proceedings. Sealed portions of the record in this  
21 proceeding may be forwarded to any court of competent jurisdiction for purposes of an appeal or to  
22 the FCC, but under seal as designated herein for the information and use of the court or the FCC. If a  
23 portion of the record is forwarded to a court or the FCC, the providing party shall be notified which  
24 portion of the sealed record has been designated by the appealing party as necessary to the record on  
25 appeal or for use at the FCC.

26 (f) Return. Unless otherwise ordered, Confidential Information and Highly  
27 Confidential Information, including transcripts of any depositions to which a claim of confidentiality  
28 is made, shall remain under seal, shall continue to be subject to the protective requirements of this

1 Order, and shall, at the providing party's discretion, be returned to counsel for the providing party, or  
2 destroyed by the receiving party, within thirty (30) days after final settlement or conclusion of these  
3 proceedings. If the providing party elects to have Confidential Information or Highly Confidential  
4 Information destroyed rather than returned, counsel for the receiving party shall verify in writing that  
5 the material has in fact been destroyed.

6 8. Use in Pleadings. Where references to Confidential Information or Highly  
7 Confidential Information in the sealed record or with the providing party is required in pleadings,  
8 briefs, arguments or motions (except as provided in section 6), it shall be by citation of title or exhibit  
9 number or some other description that will not disclose the substantive Confidential Information or  
10 Highly Confidential Information contained therein. Any use of or substantive references to  
11 Confidential Information or Highly Confidential Information shall be placed in a separate section of  
12 the pleading or brief and submitted to the Administrative Law Judge or the Commission under seal.  
13 This sealed section shall be served only on counsel of record and parties of record who have signed  
14 the nondisclosure agreement set forth in Exhibit "A" or "B." All of the restrictions afforded by this  
15 Order apply to materials prepared and distributed under this section.

16 9. Summary of Record. If deemed necessary by the Commission, the providing party  
17 shall prepare a written summary of the Confidential Information referred to in the Order to be placed  
18 on the public record.

19 10. The provisions of this Order are specifically intended to apply to all data, documents,  
20 studies, and other material designated as confidential or highly confidential by any party to Docket  
21 No. T-03632A-06-0091 ET AL. The provisions are also intended to apply to all data, documents,  
22 studies, and other material designated as confidential or highly confidential by any non-party that  
23 provides such material in response to data requests in this docket, whether it is provided voluntarily  
24 or pursuant to subpoena.

25 11. This Protective Order shall continue in force and effect after this Docket is closed.

26 IT IS THEREFORE ORDERED that the service list attached hereto shall be employed for  
27 service of documents for the remainder of this proceeding unless otherwise ordered.

28 IT IS FURTHER ORDERED that all parties must comply with Rule 33(c) and (d) of the

1 Rules of the Arizona Supreme Court with respect to practice of law and admission *pro hac vice*.

2 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance  
3 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the  
4 Rules of Arizona Supreme Court). Representation before the Commission includes the obligation to  
5 appear at all hearings and procedural conferences, as well as all Open Meetings for which the matter  
6 is scheduled for discussion, unless counsel has previously been granted permission to withdraw by  
7 the Administrative Law Judge or the Commission.

8 IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend,  
9 or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at  
10 hearing.

11 Dated this 2<sup>nd</sup> day of June, 2006

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14 

15 DWIGHT D. NODES  
16 ASSISTANT CHIEF ADMINISTRATIVE LAW JUDGE  
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EXHIBIT "A"  
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated June 2, 2006, in Docket No. T-03632A-06-0091 et al. and agree to be bound by the terms and conditions of this Order.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Employer

\_\_\_\_\_  
Job Title and Job Description

\_\_\_\_\_  
Business Address

\_\_\_\_\_  
Party

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

EXHIBIT "B"  
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated June 2, 2006, in Docket No. T-03632A-06-0091 et al. and agree to be bound by the terms and conditions of this Order.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Employer

\_\_\_\_\_  
Job Title and Job Description

\_\_\_\_\_  
Business Address

\_\_\_\_\_  
Party

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Copies of the foregoing mailed/delivered  
this 2 day of June, 2006 to:

Greg Diamond  
COVAD COMMUNICATIONS COMPANY  
7901 E. Lowry Blvd.  
Denver, CO 80230

Karen L. Clauson  
ESCHELON TELECOM, INC.  
730 Second Avenue S., Ste. 900  
Minneapolis, MN 55402-2489

William Haas  
MCLEODUSA TELECOMMUNICATIONS  
SERVICES, INC.  
6400 C Street SW  
PO Box 3177  
Cedar Rapids, IA 52406-3177

Mike Hazel  
MOUNTAIN TELECOMMUNICATIONS  
1430 West Broadway, Ste. 206  
Tempe, AZ 85282

Rex Knowles  
XO COMMUNICATIONS SERVICES  
111 East Broadway, Ste. 1000  
Salt Lake City, UT 84111

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QWEST CORPORATION  
20 E. Thomas Road, 16<sup>th</sup> Floor  
Phoenix, AZ 85012

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1-800-Reconex, Inc.  
2500 Industrial Avenue  
Hubbard OR 97032

AboveNet Communications, Inc.  
360 Hamilton Avenue, 7th Floor  
White Plains, NY 10601

Airespring, Inc.  
6060 Sepulveda Blvd., Ste. 220  
Van Nuys, CA 91411

Alliance Group Services, Inc.  
1221 Post Road East  
Westport, CT 06880

American Fiber Network, Inc.  
9401 Indian Creek Pkwy, Ste. 140  
Overland Park, KS 66210

American Fiber Systems, Inc.  
100 Meridian Centre, Ste. 250  
Rochester, NY 14618

Americas.Com, Incorporated  
63 South Harrison Street, Ste. B  
Denver, CO 80209

Americom Technologies, Inc.  
P.O. Box 990-165  
Boston, MA 02199

Andiamo Telecom, LLC  
10575 N. 114th Street, Ste. 103  
Scottsdale, AZ 85259

Arizona Dial Tone, Inc.  
7170 West Oakland Street  
Chandler AZ 85226

AT&T Communications of the Mountain  
States  
6554 S. Zeno Ct.  
Aurora, CO 80016

Aztech Communications, Inc.  
3640 Highway 95  
Bullhead City, AZ 86442

AZX Connect, LLC  
7575 E. Redfield Rd.-137  
Scottsdale, AZ 85260

BT Communications Sales, LLC  
11440 Commerce Park Dr.  
Reston, VA 20191

- |    |   |                                   |
|----|---|-----------------------------------|
| 1  | Budget Phone, Inc.                      | Connect CCCAZ, Inc.               |
| 2  | P.O. Box 19360                          | 124 W. Capital Avenue, Ste. 250   |
|    | Shreveport, LA 71149                    | Little Rock AR 72201              |
| 3  | BullsEye Telecom, Inc.                  |                                   |
| 4  | 25900 Greenfield Rd., Ste. 330          | Covista, Inc.                     |
|    | Oak Park, MI 48237                      | 721 Broad St., Ste. 200           |
| 5  |   | Chattanooga, TN 34702             |
| 6  | Buy-Tel Communications, Inc.            |                                   |
| 7  | 6409 Colleyville Blvd.                  | Mark DiNunzio                     |
|    | P.O. Box 1170                           | Cox Arizona Telcom, LLC           |
|    | Colleyville, TX 76034                   | 1550 W. Deer Valley Rd.           |
| 8  |   | Phoenix, AZ 85027                 |
| 9  | CCG Communications, LLC                 |                                   |
|    | 321 Walnut Street, Ste. 170             | Cypress Communications Operating  |
|    | Newton, MA 02460                        | Company, Inc.                     |
| 10 |   | 15 Piedmont Center, Ste. 100      |
| 11 | CenturyTel Solutions, LLC               | Atlanta, GA 30305                 |
| 12 | 100 Centurytel Drive                    |                                   |
|    | Monroe, LA 71203                        | DIECA Communications, Inc.        |
| 13 | CI <sup>2</sup> , Inc.                  | Covad Communications Company      |
| 14 | 200 Galleria Parkway, Ste. 1200         | 3420 Central Expressway           |
|    | Atlanta, GA 30339                       | Santa Clara, CA 95051             |
| 15 | Citizens Long Distance Company          |                                   |
| 16 | 4 Triad Center, Ste. 200                | dPI-Teleconnect, Inc.             |
|    | Salt Lake, UT 84180                     | 2997 LBJ Freeway, Ste. 225        |
| 17 |   | Dallas, TX 75234                  |
| 18 | Citynet Arizona, LLC                    |                                   |
| 19 | 113 Platinum Dr.                        | DSLnet Communications, LLC        |
|    | Bridgeport, WV 26330                    | 545 Long Wharf Dr., 5th Floor     |
| 20 |   | New Haven, CT 06511               |
| 21 | CM Tel (USA) LLC                        |                                   |
|    | 700 Wilshire Blvd., 7th Floor           | Electric Lightwave, Inc.          |
|    | Los Angeles, CA 90017                   | 4 Triad Center, Ste. 200          |
| 22 |   | Salt Lake City, UT 84180          |
| 23 | Cogent Communications of Arizona, Inc.  |                                   |
|    | 1015 31st St. N.W.                      | En-Touch Systems, Inc.            |
|    | Washington, DC 20007                    | 13105 Northwest Freeway, Ste.1020 |
| 24 |   | Houston, TX 77040                 |
| 25 | Comm South Companies, Inc.              |                                   |
|    | 8035 E. RL Thornton, Ste. 410           | Ernest Communications, Inc.       |
|    | Dallas, TX 75228                        | 5275 Triangle Pkwy., Ste. 150     |
| 26 |   | Norcross, GA 30092                |
| 27 | Computer Network Technology Corporation |                                   |
|    | 6000 Nathan Lane                        | Eschelon Telecom of Arizona, Inc. |
| 28 | Minneapolis, MN 55442                   | 730 Second Avenue South, Ste. 900 |
|    |   | Minneapolis, MN 55402             |

1	Excel Telecommunications, Inc.	Group Long Distance, Inc.
2	2440 Marsh Lane	6455 East Johns Crossing, Ste. 285
	Carrollton, TX 75006	Duluth, GA 30097
3	EZ Phone, Inc.	GTC Telecom
	dba Home Phone, Inc.	3151 airway Avenue, Ste. P-3
4	1095 Home Avenue	Costa Mesa, CA 92626
5	Akron, OH 44310	
6	FirstMile Services, LLC	HJN Telecom, Inc.
	dba FirstMile Technologies	dba Reliant Communications, Inc.
7	750 Liberty Drive	801 International Parkway, 5th Floor
8	Westfield, IN 46074	Lake Mary, FL 32746
9	France Telecom Corporate Solutions, LLC	IDT America, Corp.
	Bldg 3, 2nd Floor, Rm. 2829	520 Broad Street
10	Herndon, VA 20171	Newark, NJ 07102
11	Citizens Telecommunications Company of the	Intellicall Operator Services, Inc.
	White Mountains	dba ILD
12	dba Frontier Communications of the White	5000 Sawgrass Village Circle, Ste. 30
13	Mountains	Ponte Vedra Beach, FL 32082
	4 Triad Center, Ste. 200	
14	Salt Lake, UT 84180	Ionex Communications North, Inc.
15	Global Connection Inc. of America	2020 Baltimore Avenue
	3957 Pleasantdale Road	Kansas City, MO 64108
16	Atlanta, GA 30340	KMC Data, LLC
17	Global Crossing Local Services, Inc.	1755 North Brown Rd.
	1080 Pittsford Victor Rd.	Lawrenceville, GA 30043
18	Pittsford, NY 14534	KMC Telecom V, Inc.
19	Global Crossing North American Networks	1755 N. Brown Rd.
	1080 Pittsford Victor Road	Lawrenceville, GA 30043
20	Pittsford, NY 14534	Level 3 Communications, LLC
21	Global Crossing Telecommunications, Inc.	1025 Eldorado Blvd.
	1080 Pittsford Victor Rod.	Broomfield, CO 80021
22	Pittsford, NY 14534	Lightyear Network Solutions, LLC
23	Global Crossing Telemanagement, Inc.	1901 Eastpoint Parkway
	1080 Pittsford Victor Rd.	Louisville, KY 40223
24	Pittsford, NY 14534	Matrix Telecom, Inc.
25	Granite Telecommunications, LLC	2912 Lakeside Drive
	234 Copeland St.	Oklahoma, OK 73120
26	Quincy, MA 02169	
27		
28		



1	Max-Tel Communications, Inc. P.O. Box 280	North County Communications Corporation 3802 Rosencrans, Ste .485
2	Alvord, TX 76225-0280	San Diego, CA 92110
3	MCI Worldcom Network Services, Inc. 201 Spear St., 9th Floor	Nos Communications, Inc. dba International Plus
4	San Francisco, CA 94105	4380 Boulder Highway
5	MCImetro Access Transmission Services, LLC	Las Vegas, NV 89121
6	dba MCImetro	Now Communications, Inc. 1695 High Street, Ste. B
7	201 Spear St., 9th Floor	Jackson, MS 36205
8	San Francisco, CA 94105	NTC Network LLC 633 West 5th St., 56th Floor
9	McLeodUSA Telecommunications Services, Inc.	Los Angeles, CA 90071
10	6400 C Street	NTERA, Inc. 1020 N.W. 163rd Drive
11	P.O. Box 3177	Miami, FL 33169
12	Cedar Rapids, IA 52406	One Point Communications – Colorado, LLC dba Verizon Avenue
13	Mohave Cooperative Services, Inc. P.O. Box 20037	Two Conway Park 150 Field Dr., Ste. 300
14	Bullhead City, AZ 86539	Lake Forest, IL 60045
15	Mountain Telecommunications, Inc. 1430 W. Broadway, Ste. 206	OnFiber Carrier Services, Inc. 11921 N. Mopac Expressway, Ste. 100
16	Tempe, AZ 85282	Austin, TX 78759
17	Mpower Communications Corp. 171 Sully's Trail, Ste. 202	Orbitcom, Inc. 1701 N. Louise Ave.
18	Pittsford, NY 14534	Sioux Falls, SD 57107
19	National Brands, Inc. dba Sharenet Communications Company	Pac-West Telecomm, Inc. 1776 W. March Lane, Ste. 250
20	4633 W. Polk Street	Stockton, CA 95207
21	Phoenix, AZ 85043	Payroll Advance, Inc. dba The Phone Connection
22	New Access Communications, LLC 801 Nicollet Mall, Ste. 350	808 S. Baker St. Mountain Home, AR 72653
23	Minneapolis, MN 55402	Preferred Carrier Services dba Phones For All / Teléfonos Para Todos
24	New Edge Network, Inc. dba New Edge Networks	14681 Midway Rd, Ste 105
25	3000 Columbia House Blvd., Ste. 106	Addison, TX 75001
26	Vancouver, WA 98661	
27		
28		

1 Premiere Network Services, Inc.  
 2 1510 N. Hampton Road, Ste. 120  
 3 DeSoto, TX 75115  
 4 QuantumShift Communications, Inc.  
 5 126 Alcosta Blvd, Ste. 418  
 6 San Ramon, CA 94583  
 7 Qwest Communications Corporation  
 8 1801 California St., Rm. 1240  
 9 Denver, CO 80202  
 10 Regal Diversified, Inc.  
 11 dba Regal Telephone Company  
 12 1119 W. Kent, Ste. J  
 13 Missoula, MT 59801  
 14 Rhythms Links, Inc.  
 15 7337 South Revere Parkway  
 16 Englewood, CO 80112  
 17 Rural Network Services, Inc.  
 18 2205 Keithley Creek Rd.  
 19 P.O. Box 217  
 20 Midvale, ID 83645  
 21 RuralWest-Western Rural Broadband, Inc.  
 22 20717 N. 83rd Place  
 23 Scottsdale, AZ 85255  
 24 SanTrac Technologies, Inc.  
 25 P.O. Box 535  
 26 Glendale, AZ 85311  
 27 SBC Long Distance, Inc.  
 28 5850 W. Las Positas Blvd.  
 Pleasanton, CA 94588  
 ServiSense.com, Inc.  
 180 Wells Avenue, Ste. 450  
 Newton, MA 02459-3302  
 Southwest Metro Communications, Inc.  
 1850 McCulloch Blvd., Ste. C1-B  
 Lake Havasu City, AZ 86403

Southwestern Telephone Company, Inc.  
 P.O. Box 5158  
 Madison, WI 53705

Sprint Communications Company, L.P.  
 6391 Sprint Parkway, MS: Z2400  
 Overland Park, KS 66251

Sprint Spectrum LP  
 dba Sprint PCS  
 4900 Main Street, 12th Floor  
 Kansas City, MO 64112

Syniverse Networks, Inc.  
 dba TSI Telecommunication Network Services  
 One Tampa Center, Suite 700  
 Tampa, FL 33602

Talk America, Inc.  
 6805 Route 202  
 New Hope, PA 18938

TCG Phoenix  
 6554 S. Zeno Ct.  
 Aurora, CO 80016

Tel West Communications, LLC  
 P.O. Box 94447  
 Seattle, WA 98124

TelLogic  
 dba Quality Telephone  
 370 N. Market Street  
 Dallas, TX 75202

Telscape Communications, Inc.  
 606 E. Huntington Dr.  
 Monrovia, CA 91016

Telseon Carrier Services, Inc.  
 7887 E. Belleview, Ste. 600  
 Englewood, CA 80111

The J. Richard Company  
 dba Live Wire Phone Company  
 4607 E. Molly Lane  
 Cave Creek, AZ 85331

1 Time Warner Telecom of Arizona, LLC  
 10475 Park Meadows Dr., Ste. 400  
 2 Littleton, CO 80124

3 Trans National Communications International,  
 Inc.  
 4 2 Charlesgate West  
 5 Boston, MA 02215

6 TransAmerican Telephone, Inc.  
 209 E. University  
 7 Denton, TX 76201

8 Tri-M Communications, Inc.  
 dba TMC Communications  
 9 820 State St., 5th Floor  
 10 Santa Barbara, CA 93101

11 Trinsic Communications, Inc.  
 601 South Harbour Island Blvd., Suite 220  
 12 Tampa, FL 33602

13 UCN, Inc.  
 14 14870 S. Pony Express Dr.  
 15 Bluffdale, UT 84065

16 United States Telecommunications, Inc.  
 5251 110th Avenue North  
 17 Clearwater, FL 33760

18 Valley Connections, LLC  
 P.O. Box 970  
 19 Wilcox, AZ 85644

20 Vanion Telecom, Inc.  
 2 North Cascade, Ste. 900  
 21 Colorado Springs, CO 80903

22 Vartec Telecom, Inc.  
 23 dba Vartec Telecom (R) / Clear Choice  
 Communications  
 24 2440 Marsh Lane  
 25 Carrollton, TX 75006

26 Verizon Select Services, Inc.  
 6665 N. MacArthur Blvd., HQK02D84  
 27 Irving, TX 75039

28

VIVO-AZ  
 300 E. Maple Rd. - 270, Ste.210  
 Birmingham, MI 48009

Western CLEC Corporation  
 3650 131st Avenue SE  
 Bellevue, WA 98006

Wilshire Connection, LLC  
 633 West Street, 56th Floor  
 Los Angeles, CA 90071

WilTel Communications, LLC  
 One technology center  
 Mail Drop: TC13B  
 Tulsa, OK 74103

WilTel Local Network, LLC  
 dba WLNI, LLC  
 One Technology Center  
 Mail Drop: TC-7B  
 Tulsa, OK 74103

XO Communications Services, Inc.  
 1730 Rhode Island Avenue NW, Ste. 1000  
 Washington, DC 20036

XO Communications, Inc.  
 1730 Rhode Island Avenue NW, Ste. 1000  
 Washington, DC 20036

Xspedius Management Co. of Pima County,  
 LLC  
 14405 Laurel PL, Ste. 200  
 Laurel, MD 20707

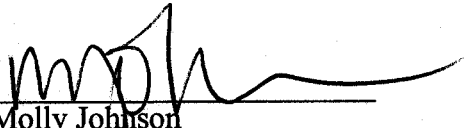
Xspedius Management Co. Switched  
 Services, LLC  
 7125 Columbia Gateway Drive, Suite 200  
 Columbia, MD 21046

Zephion Networks Communications, Inc.  
 2950 Gallows Road  
 Falls Church, VA 22042

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